MCDONALDS CORP
Form 3
March 10, 2015

# FORM 3

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
**Washington, D.C. 20549**

OMB APPROVAL

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|---|---|
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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Â  Sappington James R
(Last) (First) (Middle)

MCDONALD'S CORPORATION,Â 2915 JORIE BLVD
(Street)

OAK BROOK,Â ILÂ 60523
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
03/01/2015

3. Issuer Name **and** Ticker or Trading Symbol
MCDONALDS CORP [MCD]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Corp Exec VP - Ops & Tech Sys

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

| 1.Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|---|
| Common Stock | 2,235 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|---|---|---|

| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---|---|---|---|---|---|---|---|
| Options (Right to Buy) | Â (1) | 02/13/2018 | Common Stock | 11,123 | $ 56.64 | D | Â |
| Options (Right to Buy) | Â (1) | 02/11/2019 | Common Stock | 11,036 | $ 57.08 | D | Â |
| Options (Right to Buy) | Â (1) | 02/10/2020 | Common Stock | 8,298 | $ 63.25 | D | Â |
| Options (Right to Buy) | Â (1) | 02/09/2021 | Common Stock | 6,915 | $ 75.93 | D | Â |
| Options (Right to Buy) | Â (1) | 02/08/2022 | Common Stock | 15,043 | $ 100.05 | D | Â |
| Options (Right to Buy) | Â (1) | 02/13/2023 | Common Stock | 7,314 | $ 94 | D | Â |
| Options (Right to Buy) | Â (1) | 02/12/2024 | Common Stock | 10,012 | $ 94.89 | D | Â |
| Restricted Stock Units | 02/13/2016 | 02/13/2016 | Common Stock | 1,463 | $ (2) | D | Â |
| Restricted Stock Units | 02/12/2017 | 02/12/2017 | Common Stock | 1,845 | $ (2) | D | Â |
| Phantom Stock | Â (3) | Â (3) | Common Stock | 358.46 | $ (4) | I | Non-Qualified Benefit Plan |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| Sappington James R<br>MCDONALD'S CORPORATION<br>2915 JORIE BLVD<br>OAK BROOK,Â ILÂ 60523 | Â | Â | Â Corp Exec VP - Ops & Tech Sys | Â |

# Signatures

| | |
|---|---|
| /s/ Christopher Weber, Attorney-in-fact | 03/10/2015 |
| **Signature of Reporting Person | Date |

# Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

**(1)** Options become exercisable in 25% increments on the first, second, third and fourth anniversary dates of the grant.

**(2)**

Each restricted stock unit (RSU) represents a right to acquire one share of McDonald's Corporation common stock. Upon vesting, payout under the RSUs will be in the form of shares or, at the discretion of the Compensation Committee of the Board of Directors, the cash value thereof. No dividend, voting or other shareholder rights attach to the RSUs until they vest and only if the payout upon vesting is in shares of common stock.

**(3)** Shares of phantom stock are payable in cash following the reporting person's separation from service with McDonald's.

**(4)** Each share of phantom stock represents the right to receive the cash value of one share of McDonald's Corporation common stock.

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**Remarks:**

ExhibitÂ 24:Â Â PowerÂ ofÂ Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.
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